

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE COMMONWEALTH OF PUERTO
RICO *et al.*,**

Debtors.¹

)
) **PROMESA Title III**
)

) **No. 17 BK 3283-LTS**
) **(Jointly Administered)**
)

) **Re: Dkt. Nos. 642 [Case No. 17-3284] 662 [Case**
) **No. 17-3566], 620, 622 [Case No. 17-3567], 1510**
) **[Case No. 17-4780], 1512 [Case No. 17-4780], 5917,**
) **7756, 7967, 7968, 8003, 8247**
)
)

**FEE EXAMINER'S SUPPLEMENTAL REPORT ON UNCONTESTED INTERIM AND
FINAL FEE APPLICATIONS RECOMMENDED FOR COURT APPROVAL**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

With this supplemental report, the Fee Examiner recommends 11 previously deferred and still uncontested interim fee applications and one final COFINA fee application for the Court's approval, with adjustments, through the entry of the attached proposed order at or before the December 11, 2019 omnibus hearing.

SUPPLEMENTAL REPORT

On October 23, 2019, the Fee Examiner filed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the October 30, 2019 Omnibus*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Hearing [Dkt. No. 8934] (the “**Sixth Interim Fee Period Report**”). The Sixth Interim Fee Period Report recommended the approval of a group of previously deferred uncontested interim fee applications for the Fifth Interim Fee Period (October 1, 2018-January 31, 2019) and an initial group of uncontested interim fee applications for the Sixth Interim Fee Period (February 1, 2019-May 31, 2019). Additionally, the Sixth Interim Fee Period Report recommended the approval—on a final basis—of an initial group of fee applications covering the entire COFINA Final Fee Period (May 5, 2017 through February 12, 2019) (“**Final COFINA Applications**”). It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the “**Deferred Fee Applications**”).

On October 29, 2019, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Sixth Compensation Period From February 1, 2019 Through May 31, 2019* [Dkt. No. 9046] (the “**Sixth Interim Compensation Order**”) allowing, with adjustments, 25 interim fee applications.

Also on October 29, 2019, the Court entered the *Omnibus Order Awarding Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for COFINA Final Fee Period* [Dkt. No. 9047] (the “**Final COFINA Compensation Order**”) allowing, with adjustments, five Final COFINA Applications.

The Fee Examiner has completed negotiations with the applicants for consensual adjustments to the additional applications identified herein. The Fee Examiner now recommends for approval, on an uncontested basis, 11 additional interim applications as outlined on **Exhibit A** and the one additional Final COFINA Application listed on **Exhibit B** and detailed on **Exhibit C**—all without objection. The Deferred Fee Applications listed on **Exhibits D and E** remain the subject of discussions. Those applications will, with the continued consent of the

applicants and with the Court's permission, be deferred to the January 29, 2020 omnibus hearing or a later date.

RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these applications.

Attached to this Supplemental Report are the following proposed orders, embodying the consensual reductions recommended in this report:

- **Exhibit F** is a proposed *Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Sixth Interim Compensation Period* (the “**Proposed Supplemental Sixth Interim Compensation Order**”); and
- **Exhibit G** is a proposed *Supplemental Omnibus Order Awarding Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for COFINA Final Fee Period* (the “**Proposed Supplemental Final COFINA Compensation Order**”).

Both proposed orders in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

In light of this report and the continued absence of objection, the Fee Examiner asks that the Court enter the Proposed Supplemental Sixth Interim Compensation Order and Proposed Supplemental Final COFINA Compensation Order at its earliest convenience.

Dated: December 4, 2019.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing motion with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL STRATEGIES, PSC

s/Eyck O. Lugo

Eyck O. Lugo
Vilmarys M. Quiñones Cintrón
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Telephone: (787) 522-2000
Facsimile: (787) 522-2010

Puerto Rico Counsel for Fee Examiner

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Brady Williamson (*Pro Hac Vice*)
Fee Examiner

Katherine Stadler (*Pro Hac Vice*)
Counsel for the Fee Examiner

21559244.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Sixth Fee Period Applications Recommended for Approval:

	Applicant	Compensation Period	Interim Fees Requested		Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
	<i>Neutral Vendor for FOMB</i>								
1	EPIQ Corporate Restructuring, LLC and EPIQ eDiscovery Solutions [Dkt. No. 5917]	8/14/2018 - 11/30/2018	\$ 148,745.00		\$ 4,211.88	\$ 103,537.58	\$ -	\$ 144,533.12	\$ 103,537.58
Sixth Interim Fee Period (February 1 - May 31, 2019)									
	<i>Claims Counsel to FOMB</i>								
2-a	Brown Rudnick LLP [Dkt. No. 7756]	2/1 - 5/31/2019	\$ 4,367,756.50	FN1	\$ 245,093.77	\$ 212,390.70	\$ 7,007.62	\$ 4,122,662.73	\$ 205,383.08
	<i>Claims Counsel to FOMB- PREPA</i>								
2-b	Brown Rudnick LLP [17-04780 Dkt. No. 1512]	2/1 - 5/31/2019	\$ 99,228.00		\$ 5,568.11	\$ -	\$ -	\$ 93,659.89	\$ -
	<i>Claims Counsel to FOMB- HTA</i>								
2-c	Brown Rudnick LLP [17-03567 Dkt. No. 622]	2/1 - 5/31/2019	\$ 70,730.00		\$ 3,968.97	\$ -	\$ -	\$ 66,761.03	\$ -
	<i>Financial Advisor to FOMB</i>								
3-a	DiCicco, Gulman & Company LLP [Dkt. No. 8247]	3/1 - 5/31/2019	\$ 1,458,637.50		\$ 16,639.19	\$ -	\$ -	\$ 1,441,998.31	\$ -
	<i>Financial Advisor to FOMB- PREPA</i>								
3-b	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 1510]	3/1 - 5/31/2019	\$ 55,875.00		\$ 637.39	\$ -	\$ -	\$ 55,237.61	\$ -
	<i>Financial Advisor to FOMB- ERS</i>								
3-c	DiCicco, Gulman & Company LLP [17-3566 Dkt. No. 662]	3/1 - 5/31/2019	\$ 26,175.00		\$ 298.59	\$ -	\$ -	\$ 25,876.41	\$ -
	<i>Financial Advisor to FOMB- HTA</i>								
3-d	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 620]	3/1 - 5/31/2019	\$ 145,725.00		\$ 1,662.34	\$ -	\$ -	\$ 144,062.66	\$ -
	<i>Counsel to the Official Committee of Retired Employees</i>								
4	Jenner & Block LLP [Dkt. No. 7967]	2/1 - 5/31/2019	\$ 1,971,702.85		\$ 30,000.00	\$ 83,881.88	\$ 7,051.05	\$ 1,941,702.85	\$ 76,830.83
	<i>Special Counsel to the FOMB</i>								
5	Luskin, Stern & Eisler LLP [Dkt. No. 7968]	2/1 - 5/31/2019	\$ 152,665.50		\$ 500.00	\$ 900.41	\$ 156.71	\$ 152,165.50	\$ 743.70
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
6	Zolfo Cooper, LLC [Dkt. No. 8003]	2/1 - 5/31/2019	\$ 2,210,319.00		\$ 83,302.26	\$ 4,564.13	\$ -	\$ 2,127,016.74	\$ 4,564.13

FN1 The fees Brown Rudnick requests in the first interim applications for HTA and PREPA were originally requested in the Commonwealth's second interim application. Brown Rudnick subsequently filed separate first interim applications for those fees. Accordingly, the Commonwealth application's fee request was adjusted to exclude the amounts requested separately in the HTA and PREPA applications.

FINAL Fee Application Recommended for Approval:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Puerto Rico Counsel for AAFAF</i>							
Marini Pietrantonio Muniz LLC [17-03284 Dkt. No. 642]	3/1/2018 - 2/12/2019	\$ 41,366.70	\$ 2,991.03	\$ 57.00	\$ -	\$ 38,375.67	\$ 57.00

EXHIBIT C

SUMMARY OF INTERIM FEE APPLICATIONS (COFINA) - MARINI PIETRANTONI MUÑIZ							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
Third Interim [Dkt. No. 3583] (3/1/2018 – 5/31/2018)	\$3,286.35	\$777.03	\$2,509.32	\$0.00	\$0.00	\$0.00	11/9/2018 [Dkt. No. 4200]
Fourth Interim [Dkt. No. 4316] (6/1/2018 – 9/30/2018)	\$7,062.75	\$56.25	\$7,006.50	\$57.00	\$0.00	\$57.00	4/26/2019 [Dkt. No. 6523]
Fifth Interim [Dkt. No. 5825] (10/1/2018 – 2/12/2019)	\$31,017.60	\$1,212.75	\$29,804.85	\$0.00	\$0.00	\$0.00	9/25/2019 [Dkt. No. 8753]
Total Fees and Expenses Approved by Interim Order:			\$39,320.67			\$57.00	

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
[COFINA Dkt. No. 642 ¹]	3/1/2018 to 2/12/2019	\$41,366.70	\$57.00
Final Recommended Adjustments ²		(\$2,991.03)	\$0.00
Final Recommended Fee Award		\$38,375.67	\$57.00

¹ The application at COFINA Dkt. No. 642 [Case No. 17-03284] was not filed separately in the main docket.

² The final recommended fee adjustment of \$2,991.03 is the following: a correction to reflect the interim adjustment of \$777.03 from the third interim application, \$1,212.75 from the fifth interim fee application, which had not yet been resolved when MPM filed its final application, and an adjustment of \$1,001.25 for post-Effective Date fees.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommend for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Third Interim Fee Period (February 1 - May 31, 2018)								
	<i>Investment Banker and Financial Advisor to FOMB</i>							
1	Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
Fourth Interim Fee Period (June 1 - September 30, 2018)								
	<i>Financial Advisors to Commonwealth</i>							
2	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
	<i>Financial Advisors to PREPA</i>							
3	Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
4	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
	<i>Debtors' Consultant</i>							
5	Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
	<i>Debtors' Financial Advisor</i>							
6	Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,021,163.10		\$ 116,696.34			
	<i>Financial Advisor and Investment Banker to AAFAF</i>							
7	Rothschild & Co US Inc. [Dkt. No. 8512] - THIRD IFA	10/01/2018 - 2/28/2019	\$ 2,540,000.00		\$ -			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
8	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
9	Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Puerto Rico Counsel for PREPA</i>							
10	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Debtors' Consultant</i>							
11	Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
	<i>Independent Forensic Analysis Team to FOMB</i>							
12	Duff & Phelps LLC [Dkt. No. 5800; amended Dkt. No. 8450]	11/1/2018 - 1/31/2019	\$ 1,914,104.50		\$ 71,798.08			
	<i>Counsel for PREPA</i>							
13	Greenberg Traurig [Dkt. No. 5716 and 17-04780 Dkt. No. 1129]	10/1/2018 - 1/31/2019	\$ 1,040,868.60		\$ 18,115.44			
	<i>Counsel to AAFAF - PREPA</i>							
14-a	O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
14-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
14-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
14-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
14-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommend for Deferral:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Financial Advisors to PREPA</i>							
15 Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
16 Brattle Group, Inc., The [Dkt. No. 8177]	3/25 - 5/31/2019	\$ 682,490.92		\$ 1,625.67			
<i>Independent Forensic Analysis Team to FOMB</i>							
17 Duff & Phelps LLC [Dkt. No. 7997]	2/1 - 5/31/2019	\$ 350,401.50		\$ 8,574.81			
<i>Financial Advisor to FOMB</i>							
18 Ernst & Young LLP [Dkt. No. 8786]	2/1 - 5/31/2019	\$ 4,505,960.45		\$ 196,914.62			
<i>Puerto Rico Counsel to AAFAF</i>							
19 Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30		\$ 4,793.02			
<i>Counsel to AAFAF - Commonwealth</i>							
20-a O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
<i>Counsel to AAFAF - HTA</i>							
20-b O'Melveny & Myers [17-03567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
<i>Counsel for AAFAF - ERS</i>							
20-c O'Melveny & Myers [17-03566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
<i>Counsel to AAFAF - PREPA</i>							
20-d O'Melveny & Myers [17-04780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
<i>Puerto Rico Counsel to FOMB</i>							
21 O'Neill & Borges LLC [Dkt. No. 8539]	2/1 - 5/31/2019	\$ 310,485.60		\$ 4,808.81			
<i>Counsel to the Official Committee of Unsecured Creditors</i>							
22 Paul Hastings LLP [Dkt. No. 8004]	2/1 - 5/31/2019	\$ 8,183,931.00		\$ 182,540.62			
<i>Investment Banker and Financial Advisor to FOMB</i>							
23 PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
<i>Counsel to Debtors' - Commonwealth</i>							
24-a Proskauer Rose LLP [Dkt. No. 8734]	2/1 - 5/31/2019	\$ 7,846,461.30		\$ 255,078.07			
<i>Counsel to Debtors' - ERS</i>							
24-b Proskauer Rose LLP [Dkt. No. 8737]	2/1 - 5/31/2019	\$ 2,254,297.80		\$ 49,940.91			
<i>Counsel to Debtors' - HTA</i>							
24-c Proskauer Rose LLP [Dkt. No. 8739]	2/1 - 5/31/2019	\$ 342,267.00		\$ 4,108.10			
<i>Counsel to Debtors' - PREPA</i>							
24-d Proskauer Rose LLP [Dkt. No. 8743]	2/1 - 5/31/2019	\$ 5,257,162.20		\$ 163,334.07			
<i>Macroeconomic Consultant to the FOMB</i>							
25 Wolfe, Andrew [Dkt. No. 9333]	2/1 - 5/31/2019	\$ 100,000.00		\$ 858.88			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Deferral:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
1	<i>Investment Banker and Financial Advisor FOMB - COFINA</i>							
	Citigroup Global Markets Inc. [Dkt. No. 7341 and 17-03284 Dkt. No. 639]	5/5/2017 - 2/12/2019	\$ 5,873,156.76		\$ -			
2	<i>Counsel to AAFAF</i>							
	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
3	<i>Counsel to AAFAF - COFINA</i>							
	O'Melveny & Myers [17-03284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			
4	<i>Puerto Rico Counsel to FOMB</i>							
	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60		\$ 8,022.35			
5	<i>Bankruptcy Counsel to Debtors - COFINA</i>							
	Proskauer Rose LLP [Dkt. No.7428 and 17-03284 Dkt. No. 644]	5/5/2017 - 2/12/2019	\$ 7,761,268.26		\$ 175,857.99			
6	<i>Financial Advisor and Investment Banker to AAFAF</i>							
	Rothschild & Co US Inc. [Dkt. No. 8512]	4/1/2018 - 2/28/2019	\$ 7,617,096.77		\$ 36,050.83			

EXHIBIT F

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 662 [Case No. 17-3566], 620 [Case No. 17-3567], 622 [Case No. 17-3567], 1510 [Case No. 17-4780], 1512 [Case No. 17-4780], 5917, 7756, 7967, 7968, 8003, 8247

Hearing date: December 11, 2019 at 9:30 a.m.
(AST)

Objections filed: none

**SUPPLEMENTAL OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FOR THE SIXTH COMPENSATION PERIOD
FROM FEBRUARY 1, 2019 THROUGH MAY 31, 2019**

This matter coming before the Court on the interim fee applications (together 662 [Case No. 17-3566], 620 [Case No. 17-3567], 622 [Case No. 17-3567], 1510 [Case No. 17-4780], 1512 [Case No. 17-4780], 5917, 7756, 7967, 7968, 8003, and 8247 the (“**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L.

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit D** of the report, [Dkt. Nos. 615 [Case No. 17-3567], 658 [Case No. 17-3566], 1048 [Case No. 17-4780], 1137 [Case No. 17-4780], 1489 [Case No. 17-4780], 1604 [Case No. 17-4780], 4020, 4358, 4897, 5716 [Case No. 17-4780 Dkt. No. 1129], 5800 [Amended Dkt. No. 8450], 5810 [Case No. 17-4780 Dkt. No. 1133], 6042 [Case No. 17-4780 Dkt. No. 1147], 6043, 6044, 6045, 6047, 7997, 8004, 8006, 8014, 8177, 8180, 8454, 8512, 8520, 8539, 8734, 8737, 8739, 8743, 8786, 9274, 9275, 9333] remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: December ____, 2019

LAURA TAYLOR SWAIN
United States District Judge

21559873.1

EXHIBIT G

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Nos. 642 [Case No. 17-3284]

Hearing date: December 11, 2019 at 9:30 a.m.
(AST)

Objections filed: none

**SUPPLEMENTAL OMNIBUS ORDER AWARDING FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FOR COFINA FINAL FEE PERIOD**

This matter coming before the Court on the final fee application Dkt. No. 642 [Case No. 17-3284] the (“**Application**”) indicated as “Recommended for Approval” on the attached **Exhibit B**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicant for the specific period of time set forth in the Application (the “**Compensation Period**”); filed in accordance with the *Order*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The application listed on the attached **Exhibit B** is GRANTED on a final basis with the adjustments outlined therein. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, on a final basis, to the applicant listed on **Exhibit B** 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval.”
2. Pursuant to the Fee Examiner’s report, the final fee applications listed on **Exhibit E** of the report, [Dkt. Nos. 640 [Case No. 17-3284], 7341 [Case No. 17-3284 Dkt.

No. 639], 7428 [Case No. 17-3284 Dkt. No. 644], 7717, 7973, and 8512] remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: December ____, 2019

LAURA TAYLOR SWAIN
United States District Judge

21559862.1